



Suite 710, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3, Canada
Telephone: 604-428-6128 / Fax: 604-428-6430

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Prime Mining Corp. (the “**Company**”) will be held at Suite 710, 1030 West Georgia Street, Vancouver, British Columbia, Canada on **July 14th, 2023**, at 2:00 p.m. (Pacific time) for the following purposes:

- (a) to receive the audited consolidated financial statements of the Company as at and for the year ended December 31, 2022, together with the report of the auditor thereon;
- (b) to re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at eight (8);
- (d) to elect directors to hold office for the ensuing year;
- (e) to re-approve the Company’s stock option plan, (the “**Option Plan**”) as more fully set out under the heading the “Stock Option Plan” in the attached Information Circular; and
- (f) to re-approve by disinterested shareholders the Company’s long-term incentive plan (the “**Incentive Plan**”) as more fully set out under the heading “Long-Term Incentive Plan” in the attached Information Circular.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

We strongly encourage Shareholders to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 2:00 p.m. on Wednesday, July 12, 2023.

As set out in the notes, the enclosed proxy is solicited by management but, you may amend it, if you so desire, by striking out then names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED this 9th day of June, 2023

By order of the Board of Directors

PRIME MINING CORP.

/s/ *“Daniel Kunz”*

Daniel Kunz
Director and Chief Executive Officer